

FILED

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IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JJF)  
) Jointly Administered  
Debtors. )

Objection Deadline: August 20, 2001 at 4:00 p.m.  
Hearing Date: To Be Determined

**NOTICE OF FILING OF QUARTERLY FEE APPLICATION**

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

The Blackstone Group, L.P. ("Blackstone"), financial advisors to the above-captioned debtors and debtors in possession in the above-captioned chapter 11 cases, filed and served the First Quarterly Interim Application of The Blackstone Group L.P. for Allowance of Compensation and for Reimbursement of Expenses for April 2, 2001 through June 30, 2001,

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

seeking compensation in the amount of \$519,166.67 and reimbursement for actual and necessary expenses in the amount of \$7,663.95 (the "Fee Application").

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6<sup>th</sup> Floor, Wilmington, Delaware 19801, on or before **August 20, 2001 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale,

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399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000).

A HEARING ON THE FEE APPLICATION WILL BE HELD AT THE COURT'S CONVENIENCE AT A TIME TO BE DETERMINED. NOTICE OF SUCH HEARING WILL BE PROVIDED TO THE PARTIES SET FORTH ABOVE AND TO ALL PARTIES THAT HAVE REQUESTED SUCH NOTICE PURSUANT TO FED. R. BANKR. P. 2002.

Dated: July 31, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)  
Hamid R. Rafatjoo (California Bar No. 181564)  
David W. Carickhoff Jr. (Bar No. 3715)  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                                   |   |                         |
|-----------------------------------|---|-------------------------|
| In re:                            | : |                         |
|                                   | : | Chapter 11              |
|                                   | : |                         |
| W.R. GRACE & CO., <u>et al.</u> , | : | Case No. 01-01139 (JJF) |
|                                   | : |                         |
| Debtors.                          | : | (Jointly Administered)  |
|                                   | : |                         |
|                                   | : |                         |

**FIRST QUARTERLY INTERIM APPLICATION OF THE  
BLACKSTONE GROUP L.P. FOR COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES FOR APRIL 2, 2001,  
THROUGH JUNE 30, 2001**

Name of Applicant: The Blackstone Group L.P.

Authorized to Provide Professional Services to: Debtors

Date of Retention Order: June 22, 2001, effective April 2, 2001

Period for Which Compensation and Reimbursement is Sought: April 2, 2001 through  
June 30, 2001

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$519,166.67

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$7,663.95

This is a \_\_\_ monthly x quarterly x interim \_\_\_ final application

JUL 30 2001

## Prior Applications Filed: Three Monthly Applications Filed Concurrently

| <b>Fee Application, Filing Date, Docket No. (if available)</b> | <b>Total Fees Requested</b> | <b>Total Expenses Requested</b> | <b>Certification of No Objection Filing Date, Docket No.</b> | <b>Amount of Fees Approved (80%)</b> | <b>Amount of Expenses Approved (100%)</b> | <b>Amount of Holdback Fees Sought</b> |
|--|-----------------------------|---------------------------------|--|--------------------------------------|---|---------------------------------------|
| First<br>4/2/2001 -<br>4/30/2001,<br>7/30/2001<br>(N/A)        | \$169,166.67                | \$0                             | 8/20/2001<br>(Deadline for<br>objection)                     | \$135,333.33<br>(Pending)            | \$0                                       | \$33,833.33                           |
| Second<br>5/1/2001 -<br>5/31/2001,<br>7/30/2001<br>(N/A)       | \$175,000.00                | \$984.00                        | 8/20/2001<br>(Deadline for<br>objection)                     | \$140,000.00<br>(Pending)            | \$984.00<br>(Pending)                     | \$35,000.00                           |
| Third<br>6/1/2001 -<br>6/30/2001,<br>7/30/2001<br>(N/A)        | \$175,000.00                | \$6,419.12                      | 8/20/2001<br>(Deadline for<br>objection)                     | \$140,000.00<br>(Pending)            | \$6,679.95<br>(Pending)                   | \$35,000.00                           |
| <b>TOTAL</b>   | \$519,166.67                | \$7,403.12                      |  | \$415,333.33                         | \$7,663.95                                | \$103,833.33                          |

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                                   |   |                                |
|-----------------------------------|---|--------------------------------|
| In re:                            | : |                                |
|                                   | : | <b>Chapter 11</b>              |
|                                   | : |                                |
| W.R. GRACE & CO., <u>et al.</u> , | : | <b>Case No. 01-01139 (JJF)</b> |
|                                   | : |                                |
| Debtors.                          | : | <b>(Jointly Administered)</b>  |
|                                   | : |                                |
|                                   | : |                                |

**FIRST QUARTERLY INTERIM APPLICATION OF THE  
BLACKSTONE GROUP L.P. FOR COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES FOR APRIL 2, 2001,  
THROUGH JUNE 30, 2001**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and the Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members ("Procedures"), The Blackstone Group L.P. ("Blackstone") hereby files this First Quarterly Interim Application of The Blackstone Group L.P. For Compensation and For Reimbursement of Expenses for April 2, 2001, Through June 30, 2001 (the "First Quarterly Fee Application"). By this First Quarterly Fee Application Blackstone seeks interim allowance of compensation in the amount of \$519,166.67 and reimbursement of actual and necessary expenses in the amount of \$7,663.95 for a total of \$526,830.62, or 100% of all compensation and expense reimbursement requested, for the period April 2, 2001, through June 30, 2001 (the "Interim Period"). In support of this First Quarterly Fee Application, Blackstone respectfully represents as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

### **Background**

2. Blackstone is financial advisor to the above-captioned debtors and debtors in possession (collectively, the "Debtors").

3. On April 2, 2001 (the "Petition Date"), the Debtors filed a voluntary petition for reorganization under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"). The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 2, 2001, the Debtors applied to the Court for an order authorizing them to retain Blackstone pursuant to an engagement agreement dated February 15, 2001 (the "Engagement Agreement") as their financial advisor, effective as of the Petition Date.

5. On June 22, 2001, the Court entered an order (the "Retention Order") authorizing the Debtors to employ Blackstone as their financial advisor effective as of the Petition Date pursuant to the terms of the Engagement Agreement.

6. Pursuant to the Procedures, professionals may request monthly compensation and reimbursement, and the notice parties listed in the Procedures may object to such request. If no notice party objects to a professional's request within twenty (20) days after the date of service of the request, the applicable professional may submit to the Court a certification of no objection



whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

7. Furthermore, and also pursuant to the Administrative Order, professionals are to file and serve upon the notice parties a quarterly request (the "Quarterly Fee Application") for interim Court approval and allowance of the monthly fee applications filed during the quarter covered by the Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the monthly fee applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the monthly fee applications. Any payment made pursuant to the monthly fee applications or the Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

#### **Monthly Fee Applications Covered Herein**

8. On July 30, 2001, Blackstone filed its First Application of the Blackstone Group L.P. as Financial Advisor to the Debtors and Debtors in Possession for Allowance of Compensation for Actual and Necessary Services Rendered and For Reimbursement of All Actual and Necessary Expenses Incurred For the Monthly Periods April 2, 2001 through June 30, 2001 (the "First Application"), requesting \$519,166.67 in fees and \$7,663.95 in expenses. The First Application is attached hereto as Exhibit A. As of the time of the filing of this First Quarterly Fee Application, the August 20, 2001 objection deadline with respect to such First Application has not passed. Blackstone has not received any payment on the First Application.

#### **Requested Relief**

9. By this First Quarterly Fee Application, Blackstone requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Blackstone from April 2, 2001, through June 30, 2001.<sup>1</sup> As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee application for the Interim Period that is has already been filed with the Court and is attached hereto as Exhibit A.

10. At all relevant times, Blackstone has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

11. All services for which compensation is requested by Blackstone were performed for or on behalf of the Debtors and not on behalf of any committee, creditor, or other person.

12. During the Application Period, Blackstone has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases.

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<sup>1</sup> Blackstone reserves its right to seek at a later date reimbursement for expenses incurred during the application period that are not otherwise included in the relevant monthly fee application.

WHEREFORE, Blackstone respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period of April 2, 2001, through June 30, 2001, an allowance be made to Blackstone in the sum of \$519,166.67 as compensation for reasonable and necessary professional services rendered to the Debtors and in the sum of \$7,663.95 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$526,830.62; that the Debtors be authorized and directed to pay to Blackstone the outstanding amount of such sums; and for such other and further relief as this Court deems proper.

Dated: New York, New York  
July 27, 2001

THE BLACKSTONE GROUP L.P.  
Financial Advisor to W.R. Grace &  
Co.

By: 

Richard J. Shinder  
Vice President  
345 Park Avenue  
New York, NY 10154  
(212) 583-5000  
(212) 583-5707 (fax)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.**

**Debtors.**

**: Chapter 11**  
**: Case No. 01-01139 (JJF)**  
**: (Jointly Administered)**  
**:**  
**:**

**ORDER GRANTING FIRST QUARTERLY INTERIM APPLICATION OF  
THE BLACKSTONE GROUP L.P.  
FOR COMPENSATION AND FOR REIMBURSEMENT OF  
EXPENSES FOR APRIL 2, 2001, THROUGH JUNE 30, 2001**

The Blackstone Group L.P. ("Blackstone"), as financial advisor to the captioned debtors and debtors-in-possession (the "Debtors"), filed a first quarterly interim application for allowance of compensation and reimbursement of expenses for April 2, 2001, through June 30, 2001 (the "First Quarterly Application"). The Court has reviewed the First Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the First Quarterly Application, and any hearing on the First Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the First Quarterly Application. Accordingly, it is hereby

ORDERED that the First Quarterly Application is GRANTED, on an interim basis. The Debtors shall pay to Blackstone the sum of \$519,166.67 as compensation and \$7,663.95 as reimbursement of expenses, for a total of \$526,830.62 for services rendered and disbursements incurred by Blackstone for the period April 2, 2001, through June 30, 2001.

Dated: \_\_\_\_\_

\_\_\_\_\_  
The Honorable Joseph J. Farnan, Jr.  
United States District Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JJF)  
) Jointly Administered  
Debtors. )

**CERTIFICATE OF SERVICE**

I, David W. Carickhoff, Jr., hereby certify that a copy of the foregoing documents was served upon the persons on the attached service list in the manner indicated on this 31st day of July, 2001:


**NOTICE OF FILING OF QUARTERLY FEE APPLICATION.**

**FIRST QUARTERLY INTERIM APPLICATION OF THE BLACKSTONE GROUP L.P. FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR APRIL 2, 2001, THROUGH JUNE 30, 2001.**

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1 The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**ORDER GRANTING FIRST QUARTERLY INTERIM APPLICATION OF  
THE BLACKSTONE GROUP L.P. FOR COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES FOR APRIL 2, 2001, THROUGH  
JUNE 30, 2001.**

  
David W. Carickhoff, Jr. (DE Bar No. 3715)  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Tel: (302) 652-4100  
Fax: (302) 652-4400

Grace Fee Application Service List  
Case Number: 01-1139 (JJF)  
Document Number: 23451  
May 30, 2001  
04 – Hand Delivery  
08 – Federal Express

(Counsel to Debtors and Debtors in Possession)  
Laura Davis Jones, Esquire  
David Carickhoff, Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)  
Hamid R. Rafatjoo, Esquire  
Pachulski, Stang, Ziehl, Young & Jones P.C.  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067-4100

(Parcels)  
Vito I. DiMaio  
Parcels, Inc.  
10th & King Streets  
P.O. Box 27  
Wilmington, DE 19899

**Hand Delivery**  
(Local Counsel to DIP Lender)  
Steven M. Yoder, Esquire  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899

**Hand Delivery**  
(Local Counsel to Asbestos Claimants)  
Matthew G. Zaleski, III, Esquire  
Campbell & Levine, LLC  
Chase Manhattan Center  
1201 Market Street  
15<sup>th</sup> Floor  
Wilmington, DE 19899

**Hand Delivery**  
(Counsel for Property Damage Claimants)  
Michael B. Joseph, Esquire  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899

**Hand Delivery**  
(Counsel to Official Committee of Unsecured Creditors)  
Michael R. Lastowski, Esquire  
Duane, Morris & Heckscher LLP  
1100 North Market Street, Suite 1200  
Wilmington, DE 19801-1246

**Federal Express**  
(Counsel to Debtor)  
James H.M. Sprayregen, Esquire  
James Kapp, III, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

**Federal Express**  
(United States Trustee)  
Frank J. Perch, Esquire  
Office of the United States Trustee  
601 Walnut Street, Curtis Center  
Suite 950 West  
Philadelphia, PA 19106

***Federal Express***

(W.R. Grace & Co.)  
David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

***Federal Express***

(Official Committee of Personal Injury  
Claimants)  
Elihu Inselbuch, Esquire  
Rita Tobin, Esquire  
Caplin & Drysdale, Chartered  
399 Park Avenue, 36<sup>th</sup> Floor  
New York, NY 10022

***Federal Express***

(Official Committee of Unsecured  
Creditors)  
Lewis Kruger, Esquire  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982

***Federal Express***

(Official Committee of Property Damage  
Claimants)  
Scott L. Baena, Esquire  
Member  
Bilzin Sumberg Dunn Baena Price &  
Axelrod LLP  
First Union Financial Center  
200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131

***Federal Express***

(Counsel to DIP Lender)  
J. Douglas Bacon, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

***Federal Express***

(Counsel to Official Committee of  
Unsecured Creditors)  
William S. Katchen, Esquire  
Duane, Morris & Heckscher LLP  
1 Riverfront Plaza, 2<sup>nd</sup> Floor  
Newark, NJ 07102

***Federal Express***

(Counsel to Official Committee of Equity  
Holders)  
Thomas Moers Mayer  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, NY 10022